

EXHIBIT 2

Associate Counseling
Steve Kincaid
4/16/04
Marketing Research
Marketing Information Manager

Counseling Administered By: Sheila Burroughs

Written Counseling - Performance

This is a written warning to address your failure to meet expectations in the position of Marketing Information Manager. As discussed in your 1st quarter performance review, your performance has not been up to par for your level. You continue to demonstrate performance problems and have not performed at a level expected to be successful in your job. Your failure to meet expectations is as follows:

Leadership

- Needs to identify improvement opportunities and proactively show initiative to figure out how to get them done
 - Reference Hoshin goals 1.1.1, 3.1.1, 3.2 attached
- After 7 months still unable to appropriately determine who within the organization to involve in various projects/activities
 - Should be linking Loyalty project to Valuation work

Consulting/Influence

- Has not shown ability to lead valuation topic
- Does not get along well with other statisticians/does not work through issues well
- Is limited in effectiveness of determining focus of influence and appropriate audience
- Although you effectively developed new key driver methodology standard, you have not been effective in providing oversight of key driver analysis
 - Expectation is that you would be the expert in how key drivers are being applied throughout the company
 - However, you required significant coaching regarding proper communication of the standards, determination of gaps in proper application of standards, and development of tools to track adherence to the standards.

Strategic Thinking

- Should be able to develop strategies and suggest approaches to the team – to date has not done so

Initiative/Project Value

- Needs to execute projects from conception to completion without significant assistance
- Needs to quickly grasp the nugget of a topic and expand it to be useful beyond the step by step tasks
 - Standardization of customer sat survey questions
 - Checking CTQ tracking document
- Needs to be able to identify all the steps needed and then execute them to add value; currently needs too much assistance at each step

You need to add value to the team through your leadership in the above areas, rather than requiring constant direction. Although you are a good project manager with excellent statistical skills, the strategic nature of your current position demands that you develop your effectiveness in identifying consulting opportunities beyond key driver standards, and expand your influence.

EXHIBIT

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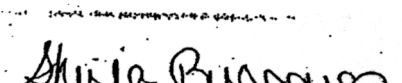
Kincaid

You must also comply with all Bank of America policies, procedures, guidelines and conditions of employment, including but not limited to those set forth in the Associate Handbook and Bank of America Corporation Code of Ethics.

You are expected to demonstrate immediate and sustained improvement in the areas specifically addressed concerning your performance, and to comply with the policies, procedures, guidelines and conditions of employment set forth above. Failure to meet expectations may result in further disciplinary action up to and including termination.


(Associate Signature)

4/16/03
(Date)


(Manager Signature)

4/16/03
(Date)

Associate Comments: